

Before the
FEDERAL COMMUNICATIONS COMMISSION
Washington, D.C. 20554

RECEIVED

DEC 16 1998

In the Matter of)
Applications for Consent)
to the Transfer of Control of Licenses and)
Section 214 Authorizations from)
AMERITECH CORPORATION,)
Transferor)
to)
SBC COMMUNICATIONS INC.,)
Transferee)

FEDERAL COMMUNICATIONS COMMISSION
OFFICE OF THE SECRETARY

CC Docket No. 98-141

**OPPOSITION TO MOTION TO REQUIRE
FULL DISCLOSURE OF RELATIONSHIP WITH SMITH ALARM**

SBC Communications Inc. ("SBC") and Ameritech Corporation ("Ameritech") (collectively "the Applicants"), by their attorneys, hereby submit this opposition to the Motion to Require Full Disclosure of Relationship with Smith Alarm (the "Motion") filed by the Alarm Industry Communications Committee ("AICC") on December 3, 1998 in the above-captioned proceeding. In its Motion, AICC asks the Commission to require both Ameritech and SBC to submit, and make available to other parties, all documents pertaining to their relationship with Smith Alarm Systems, Inc. ("Smith Alarm"). The Commission should summarily deny AICC's Motion. Ameritech's business relationship with Smith Alarm is not prohibited by or inconsistent with any provision of the Communications Act of 1934, as

No. of Copies rec'd
List A B C D E

49

amended (the "Act"). Moreover, SBC has no relationship with Smith Alarm and there is no assertion to the contrary. In any event, the legality of the business relationship between Smith and Ameritech is not germane to this merger proceeding and therefore no purpose could possibly be served by requiring Ameritech to make available for inspection documents relating to that relationship. The legality of the Ameritech/Smith Alarm relationship is properly addressed, if at all by this Commission, in a separate proceeding.

In its Motion, AICC asserts that a review of certain documents is necessary because of a recent article that purports to describe certain business arrangements between Ameritech and Smith Alarm, arrangements that AICC baselessly alleges may thwart effective enforcement of Section 275 (a) of the Act.¹ In particular, AICC claims that the business arrangements may provide Ameritech with "financial control" over Smith Alarm, allegedly in violation of Section 275 (a)(2). Even if this request to rummage through Ameritech's files had been made in a separate proceeding, it would not have been sufficient for the granting of the requested relief. The only support AICC cites for its factual assertions is a newspaper article. While the article contains a statement that Ameritech has an option to purchase Smith in 2001, it does not state, as the AICC alleges, that Ameritech has entered into a loan agreement with Smith. In fact, no such arrangement has been

¹ See AICC Motion at 4-5.

entered into. Furthermore, the article states that Ameritech denies that Smith has agreed to purchase any assets which Ameritech is ordered to divest. Ameritech reiterates that denial. Surely, the newspaper article is too thin a thread to justify a "fishing expedition" into a company's files by an association of its competitors.

As previously noted in the Applicants' Joint Opposition,² issues of purported violations and effective enforcement of Section 275 are not properly resolved in the present merger proceeding. Indeed, the Commission has repeatedly determined that it "will not consider arguments in [merger] proceedings that are better addressed in other Commission proceedings."³ Even when an argument may "raise[] serious concerns," the Commission has refused "to delay consummation of [a] merger in order to resolve [them]."⁴ Rather, the Commission has consistently

² See Joint Opposition of SBC Communications Inc. and Ameritech Corporation to Petitions to Deny and Reply to Comments, filed Nov. 16, 1998, at 77 ("Joint Opposition").

³ See In re Applications for Consent to the Transfer of Control of Licenses and Authorizations from Southern New England Transfer of Control of Licences and Authorizations from Southern New England Telecommunications Corp. to SBC Communications, Inc., Memorandum Opinion and Order, CC Docket No. 98-25, FCC 98-276, 1998 WL 740632, ¶ 29 (1998); see also In re Applications of Craig O. McCaw and American Tel. & Tel. Co., Memorandum Opinion and Order, 9 FCC Rcd. 5836, ¶ 123 (1994).

⁴ See In the Matter of Application of WorldCom, Inc. and MCI Communications Corporation for Transfer of Control of MCI Communications Corporation to WorldCom, Inc., Memorandum Opinion and Order, CC Docket No. 97-211, FCC 98-225, ¶ 161 (1998).

encouraged parties to press such claims by filing a complaint under the Communications Act.⁵ The alarm monitoring issues raised by AICC, including the Smith Alarm issue, are not new in nature; rather, they are precisely the types of arguments that are "better addressed in other Commission proceedings." Moreover, AICC has proven itself willing to file, and is fully capable of filing, complaints with the Commission about alleged violations of Section 275.⁶ Therefore, the Commission should not entertain AICC's extraneous complaints in this forum, but should instead rely on "the specific enforcement tools that Congress has given."⁷

⁵ Id.

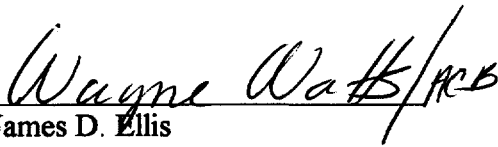
⁶ See AICC Motion at 2, n.3.

⁷ See In re Applications of Pacific Telesis Group and SBC Communications Inc., Memorandum Opinion and Order, 12 FCC Rcd. 2624, ¶ 38 (1997).

CONCLUSION

Accordingly, for the foregoing reasons, the Applicants respectfully request that the Commission deny AICC's motion to require Ameritech and SBC to submit documents pertaining to their relationship with Smith Alarm.

Respectfully submitted,

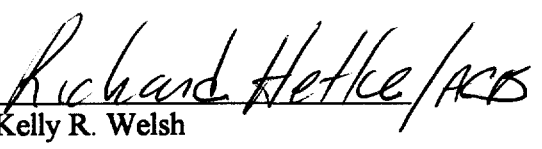

James D. Ellis

Wayne Watts
SBC Communications Inc.
175 E. Houston
San Antonio, TX 78205
(210) 351-3476

Arnold & Porter
555 Twelfth Street, N.W.
Washington, D.C. 20004
(202) 942-6060

Kellogg, Huber, Hansen, Todd &
Evans, P.L.L.C.
1301 K Street, N.W.
Washington, D.C. 20005
(202) 326-7900

Attorneys for SBC Communications Inc.


Kelly R. Welsh

Richard Hetke
Ameritech Corporation
30 South Wacker Drive
Chicago, IL 60606
(312) 750-5824

Skadden, Arps, Slate, Meagher
& Flom
1440 New York Avenue, N.W.
Washington, D.C. 20005
(202) 371-7230

Mayer, Brown & Platt
2000 Pennsylvania Avenue, N.W.
Washington, D.C. 20006
(202) 778-0627

Attorneys for Ameritech Corporation

CERTIFICATE OF SERVICE

This is to certify that the attached document has been served by first class mail, postage prepaid, on this 16th day of December, 1998, on the following:

Janice Myles
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 544
Washington, D.C. 20554

Tom Krattenmaker
Office of Plans and Policy
Federal Communications Commission
1919 M Street, N.W., Room 650-K
Washington, D.C. 20554

Marilyn Simon
Office of Plans and Policy
Federal Communications Commission
1919 M Street, N.W., Room 822
Washington, D.C. 20554

William Rogerson
Office of Plans and Policy
Federal Communications Commission
1919 M Street, N.W., Room 838-D
Washington, D.C. 20554

Audrey Wright
Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 535-A
Washington, D.C. 20554

Pamela Megna
Office of Plans and Policy
Federal Communications Commission
1919 M Street, N.W., Room 838-D
Washington, D.C. 20554

William Dever
Policy and Program Planning Division
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 530-H
Washington, D.C. 20554

Johnson Garrett
Office of Plans and Policy
Federal Communications Commission
1919 M Street, N.W., Room 822
Washington, D.C. 20554

Jennifer Fabian
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 538-H
Washington, D.C. 20554

Radhika Karmarkar
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 544-E
Washington, D.C. 20554

Patrick DeGraba
Office of Plans and Policy
Federal Communications Commission
1919 M Street, N.W., Room 822
Washington, D.C. 20554

Donald Stockdale, Jr.
Office of Plans and Policy
Federal Communications Commission
1919 M Street, N.W., Room 500-C
Washington, D.C. 20554

To-Quyen Truong
Common Carrier Bureau
Federal Communications Commission
1919 M Street, N.W., Room 544-D
Washington, D.C. 20554

Robert S. Tongren
Ohio Consumer's Counsel
Thomas J. O'Brien
Terry L. Etter
Rochelle Cavicchia
Assistant Consumer's Counsel
77 South High Street, 15th Floor
Columbus, OH 43266-0550

Kerry Bruce
City of Toledo
Department of Public Utilities
420 Madison Avenue, Suite 100
Toledo, OH 43604-1219

Martha Hogerty
Missouri Office of the Public Counsel
P.O. Box 7800
Jefferson City, MO 65102

Frank J. Kelley, Attorney General
Orjiakor N. Isiogu, Assistant
Attorney General
Office of Michigan Attorney General
525 West Ottawa Street
Lansing, MI 48909

John Cook
Deputy Consumer Counselor for
Federal Affairs
Anne E. Becker
Consumer Counselor
Indiana Office of Utility Consumer
Counselor
100 North Senate Avenue, Room N501
Indianapolis, IN 46204-2208

Rick Guzman
Assistant Public Utility Counsel
Texas Office of the Public
Utility Counsel
P.O. Box 12397
Austin, TX 78711-2397

Thomas J. Long
Senior Telecommunications Attorney
The Utility Reform Network
711 Van Nees Avenue, Suite 350
San Francisco, CA 94102

Ellis Jacobs
Dayton Legal Aid Society
333 West 1st Street, Suite 500
Dayton, OH 45402
Counsel to Edgemont Neighborhood
Coalition

Philip W. Horton
Arnold & Porter
555 12th Street, NW
Washington, D.C. 20004-1206
Counsel to SBC Communications Inc.
and Ameritech Corporation

Sue D. Blumenfeld
Willkie Farr & Gallagher
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20036
Counsel to Sprint Communications, L.P.

ITS
1231 20th Street, N.W.
Washington, D.C. 20037

Lisa B. Smith
Lisa R. Youngers
MCI Worldcom, Inc.
1801 Pennsylvania Ave., N.W.
Washington, D.C. 20006

David N. Porter
Richard S. Whitt
MCI Worldcom, Inc.
1120 Connecticut Avenue, NW
Washington, D.C. 20036

Anthony C. Epstein
John B. Morris, Jr.
Stuart M. Rennert
Jenner & Block
601 Thirteenth Street, N.W., 12th Floor
Washington, D.C. 20005
Counsel to MCI Worldcom, Inc.

Mavis Pizzella
Manager, Network Services
Levi Strauss & Co.
Levis Plaza
P.O. Box 7215
San Francisco, CA 94120

James W. Cicconi
Senior Vice President
Government Affairs and Federal Policy
AT&T
Suite 1000
1120 20th Street, N.W.
Washington, D.C. 20036

Aryeh S. Friedman
Mark C. Rosenblum
Senior Attorney
AT&T
Room 3252G1
295 North Maple Avenue
Basking Ridge, NJ 07920

Mary Carol Kelley
Director, Worldwide Communications
Compaq Computer Corporation
20555 Tomball Parkway
Houston, TX 77070

Robert N. Tatum
Director - Network Services
Edward Jones
201 Progress Parkway
Maryland Heights, MD 63043-3042

Guy T. Gray
VP Telecommunications
Cedent Corporation
6 Sylvan Way
Parsippany, NJ 07054

Pat Wood, III, Chairman
Judy Walsh, Commissioner
Patricia A. Curran, Commissioner
Public Utility Commission of Texas
1701 N. Congress Avenue
P.O. Box 13326
Austin, TX 78711-3326

Olukayode A. Ramos
Chairman and CEO
Mark Buechele, Esq.
Assistant General Counsel
Supra Telecommunications & Information
Systems, Inc.
2620 S.W. 27th Avenue
Miami, FL 33133

Philip L. Verveer
Willkie Farr & Gallagher
Three Lafayette Centre
1155 21st Street, N.W.
Washington, D.C. 20036
Counsel to AirTouch Communications

Nina Holland
Amoco Production Company
501 WestLake Park Boulevard
Post Office Box 3092
Houston, TX 77253

Leon M. Kestenbaum
Vice President - Federal Regulatory Affairs
Sprint Communications, L.P.
1850 M Street, NW
Washington, D.C. 20036

Todd F. Silbergeld
Director - Federal Relations
Dale Robertson
Senior Vice President
SBC Communications Inc.
1401 I Street, NW
Washington, D.C. 20005

John R. Gerstein
Richard A. Simpson
Merrill Hirsh
Ross, Dixon & Masback, L.L.P.
601 Pennsylvania Avenue, NW
North Building
Washington, D.C. 20004
Counsel to 800 Resale Carriers

Victor J. Toth
Victor J. Toth, P.C.
2719 Soapstone Drive
Reston, VA 22091
Counsel to 800 Resale Carriers

William J. Byrnes
7921 Old Falls Road
McLean, VA 22102
Counsel to 800 Resale Carriers

Janet S. Livengood
Director of Legal and Regulatory Affairs
Hyperion Telecommunications, Inc.
DDI Plaza Two
500 Thomas Street, Suite 400
Bridgeville, PA 15017

Dana Frix
Douglas G. Bonner
Swidler & Berlin Sheriff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007
Counsel to Hyperion Telecommunications

Mary C. Albert
Swidler & Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007
Counsel to KMC Telecom Inc.

Charles M. Murphy
Charles H.N. Kallenbach
E.Spire Communications, Inc.
133 National Business Parkway, Suite 200
Annapolis Junction, MD 20701

Brad E. Mutschelknaus
Marieann Z. Machida
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, D.C. 20036
Counsel to E.Spire Communications, Inc.

Merle C. Bone
Chief Information Officer and
Managing Partner
Shell Oil Company
One Shell Plaza
PO Box 2463
Houston, TX 77252-2463

Kathleen F. O'Reilly
Attorney at Law
414 A Street, SE
Washington, D.C. 20003
Counsel to The Michigan
Consumer Federation

Ellis Jacobs
Legal Aid Society of Dayton
333 West First Street, Suite 500
Dayton, OH 45402
Counsel to Edgemont
Neighborhood Coalition

Cynthia R. Bryant
Assistant General Counsel
Attorneys for the Staff of the Missouri Public Service Commission
PO Box 360
Jefferson City, MO 65102
Counsel to The Missouri Public Service Commission

Angela Ledford
Executive Director
Keep America Connected !
PO Box 27911
Washington, D.C. 20005

Charles C. Hunter
Catherine M. Hannan
Hunter Communications Law Group
1620 I Street, NW, Suite 701
Washington, D.C. 20006
Counsel to the Telecommunications Resellers Association

Walter Steimel, Jr.
Marjorie K. Conner
Hunton & Williams
1900 K Street, NW, Suite 1200
Washington, D.C. 20006
Counsel to Pilgrim Telephone, Inc.

Joseph P. Meissner
Cleveland Legal Aid Society
1223 West 6th Street
Cleveland, OH 44113
Counsel to The Parkview Areawide Seniors, Inc.

William McCarty
Chairman of the IURC
Indiana Utility Regulatory Commission
302 W. Washington Street, Room E306
Indianapolis, IN 46204

Janice Mathis
Counsel
Rainbow/PUSH Coalition
930 East 50th Street
Chicago, IL 60615

David R. Conn
William A. Haas
Richard S. Lipman
McLeodUSA Telecommunications
Services, Inc.
6400 C Street, SW
PO Box 3177
Cedar Rapids, IA 52406

Richard M. Rindler
Douglas G. Bonner
Swidler & Berlin Sheriff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007
Counsel to McLeodUSA Telecommunica-
tions Services, Inc.

Robert L. Hoggarth
Angela E. Giancarlo
Government Relations
Personal Communications
Industry Association
500 Montgomery Street, Suite 700
Alexandria, VA 22314

Mark A. Grannis
Evan R. Grayer
Harris, Wiltshire & Grannis LLP
1200 18th Street, NW
Washington, D.C. 20036
Counsel to Personal Communications
Industry Association

Mark Cooper
Director of Research
The Consumer Federation of America
1424 16th Street, NW, Suite 604
Washington, D.C. 20036

Gene Kimmelman
Co-director
Consumers Union
101 Truman Avenue
Yonkers, NY 10703

Renee Martin
Richard J. Metzger
Focal Communications Corporation
200 N. LaSalle Street
Chicago, IL 60601

Russell M. Blau
Robert V. Zener
Swidler & Berlin Sheriff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007
Counsel to Focal
Communications Corporation

Danny E. Adams
Steven A. Augustino
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, D.C. 20036
Counsel to The Alarm Industry
Communications Committee

Federic Lee Ruck
Executive Director
The National Association of Telecommuni-
cations Officers and Advisors
1650 Tysons Boulevard, Suite 200
McLean, VA 22102

Thomas Gutierrez
Lukas, Nace, Gutierrez & Sachs, Chartered
1111 19th Street, NW, Suite 1200
Washington, D.C. 20036
Counsel to JSM Tele-Page, Inc.

Eric J. Branfman
Swidler & Berlin Sheriff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007
Counsel to CoreComm Newco, Inc.

John Wine, Chairman
Susan Seltsam, Commissioner
Cynthia Claus, Commissioner
Kansas Corporation Commission
1500 SW Arrowhead
Topeka, KS 66604-4027

Brian Conboy
Thomas Jones
Michael Jones
Willkie Farr & Gallagher
Three Lafayette Centre
1155 21st Street, NW
Washington, D.C. 20007
Counsel to Time Warner Telecom

Terence J. Ferguson
Senior Vice President and Special Counsel
Level 3 Communications, Inc.
3555 Farnum Street
Omaha, NE 68131

Matt Kibbe
Executive Vice President
Citizens for a Sound Economy Foundation
1250 H Street, NW, Suite 700
Washington, D.C. 20005

Steven T. Nourse
Thomas W. McNamee
Assistant Attorneys General
Public Utilities Section
180 E. Broad Street, 7th Floor
Columbus, OH 43215

Christopher A. McLean
Deputy Administrator
Rural Utilities Service
United States Department of Agriculture
Washington, D.C. 20250

James H. Daniel
President
Ohio Conference of NAACP Branches
233 South High Street, Suite 202
Columbus, OH 43215

Manuel Mirabal
Chair, HACR
Richard Jose Bela
President, HACR
Chair, NLTT
National Latino Telecommunications Task
Force
1730 Rhode Island Avenue, NW, Suite 1008
Washington, D.C. 20036

James P. Firman
President and CEO
National Council on the Aging
409 Third Street, SW
Washington, D.C. 20024

Thomas E. White
President Wisconsin State NAACP
Wisconsin State NAACP Conference of
Branches
1420 N. Wisconsin Street
Radne, WI 53402

Rick Dovalina
National President
League of United Latin American Citizens
1122 Twentieth Street, NW, Suite 750
Washington, D.C. 20096

George L. Forbes
President
Pauline H. Tarver
Executive Director
Cleveland Branch NAACP
2131 Stokes Boulevard
Cleveland, OH 44106

James J. Stukel
President
University of Illinois
364 Henry Administration Building
506 South Wright Street
Urbana, IL 61801

David M. Livingston
President
Illinois State Chapter, NAACP
P.O. Box 1502
Decatur, IL 62525

Camille F. Murphy
Immediate Past President
National Association of Commissions for
Women
8630 Fenton Street, Suite 934
Silver Spring, MD 20910

Genevieve Morelli
Executive Vice President and
General Counsel
The Competitive Telecommunications
Association
1900 M Street, NW, Suite 800
Washington, D.C. 20036

Robert J. Aamoth
Melissa M. Smith
Kelley Drye & Warren LLP
1200 19th Street, NW, Suite 500
Washington, D.C. 20036
Counsel to The Competitive
Telecommunications Association

Ronald J. Binz
President
Debra R. Berlyn
Executive Director
John Windhausen, Jr.
General Counsel
Competition Policy Institute
1156 15th Street, NW, Suite 520
Washington, D.C. 20005

Martin Corry
Director of Federal Affairs
AARP
601 E St., NW
Washington, D.C. 20049

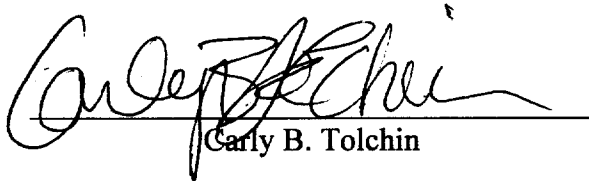
Doran T. McKeever
President
Parkview Areawide Seniors, Inc.
P.O. Box 14604
Cleveland, OH 44114

G. Nichols Simonds
Vice President and
Chief Information Officer
Emerson Electric Co.
8000 West Florissant Avenue
St. Louis, MO 63136

George Kohl
Senior Executive Director
Communications Workers of America
501 3rd Street, NW
Washington, D.C. 20001

David W. Carpenter
Peter D. Keisler
C. Frederick Beckner III
Michael J. Hunseder
Sidley & Austin
One First Chicago Plaza
Chicago, IL 60603
Counsel to AT&T Corp.

Clinton A. Krislov
Robert J. Stein III
Kenneth T. Goldstein
Krislov & Associates, LTD.
222 N. LaSalle, Suite 2120
Chicago, IL 60601-1086
Counsel to South Austin Coalition Council



Carly B. Tolchin